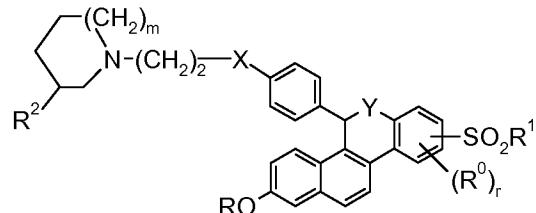


**Amendments to the Claims**

Without prejudice or disclaimer, this listing of claims will replace all prior versions and listing of claims in this application.

1. (Original) A compound of formula I:



I;

wherein:

m and r are independently 0, 1 or 2;

R is H, SO2(n-C4-C6 alkyl) or COR<sup>3</sup>;

R<sup>0</sup> is independently at each occurrence OH, CF<sub>3</sub>, halo, C<sub>1</sub>-C<sub>6</sub> alkyl or C<sub>1</sub>-C<sub>6</sub> alkoxy;

R<sup>1</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, NR<sup>4</sup>R<sup>4a</sup>, CF<sub>3</sub> or CH<sub>2</sub>CF<sub>3</sub>;

R<sup>2</sup> is H or methyl provided that if m is 1 or 2, then R<sup>2</sup> must be H and that if m is 0, then R<sup>2</sup> must be methyl;

R<sup>3</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> alkoxy, NR<sup>6</sup>R<sup>6a</sup>, phenoxy, or phenyl optionally substituted with halo;

R<sup>4</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl or phenyl;

R<sup>4a</sup>, R<sup>6</sup> and R<sup>6a</sup> are independently at each occurrence H, C<sub>1</sub>-C<sub>6</sub> alkyl or phenyl;

X is O or NR<sup>7</sup>;

Y is O or S; and

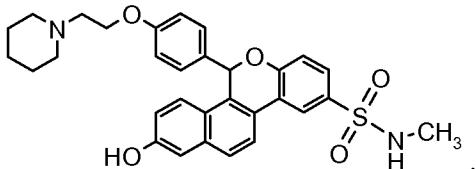
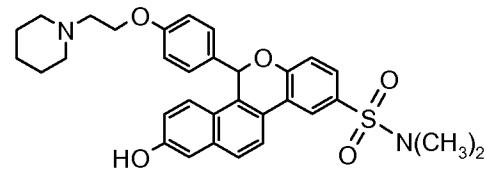
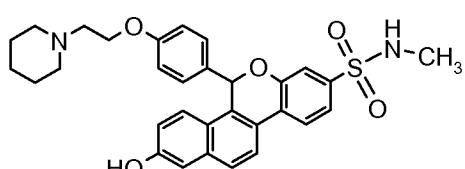
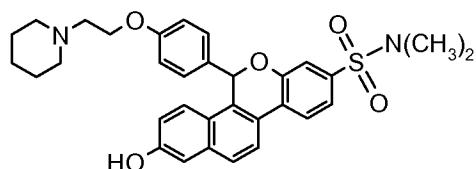
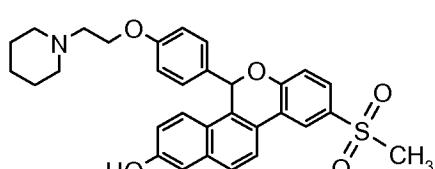
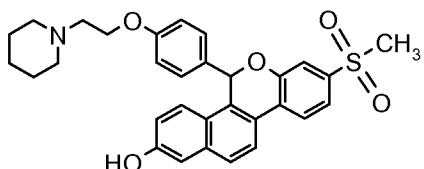
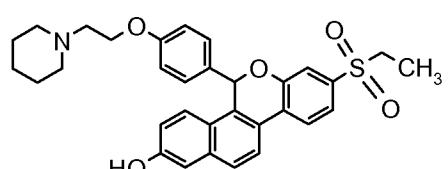
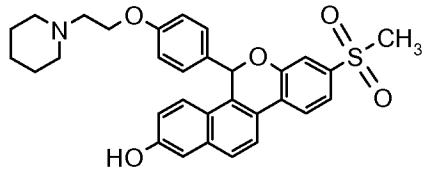
R<sup>7</sup> is H or C<sub>1</sub>-C<sub>6</sub> alkyl; or a pharmaceutical acid addition salt thereof.

2. (Original) The compound of claim 1 wherein X and Y are O and m is 1 or 2.

3. (Currently Amended) The compound of claim 1 or 2 wherein r is 0.

4. (Currently Amended) The compound of ~~any one of claims 1-3~~ **claim 3** wherein R is H or COR<sup>3</sup> and R<sup>3</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, NHCH<sub>3</sub> or phenyl.
5. (Currently Amended) The compound of ~~any one of claims 1-4~~ **claim 4** wherein R is H and m is 1.
6. (Currently Amended) The compound of ~~any one of claims 1-5~~ **claim 5** wherein the SO<sub>2</sub>R<sup>1</sup> moiety is at the 4-position.
7. (Currently Amended) The compound of ~~any one of claims 1-6~~ **claim 6** wherein R<sup>1</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, CF<sub>3</sub> or NR<sup>4</sup>R<sup>4a</sup> and R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl and R<sup>4a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl.
8. (Currently Amended) The compound of ~~any one of claims 1-7~~ **claim 7** wherein R<sup>1</sup> is methyl, ethyl, cyclopropyl, CF<sub>3</sub> , NHCH<sub>3</sub> or N(CH<sub>3</sub>)<sub>2</sub>.

9. (Currently Amended) **The compound of claim 1** A compound selected from the group consisting of:



or a pharmaceutical acid addition salt thereof.

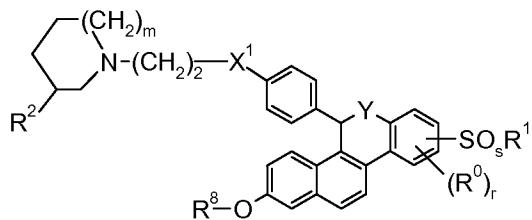
10. Cancelled

11. Cancelled

12. (Currently Amended) A method of treating uterine leiomyoma comprising administering to a patient in need thereof an effective amount of a compound of ~~any one of claims 1-10~~ **claim 1**.

13. Cancelled

14. (Original) A compound of formula II:



II;

wherein:

m and r are independently 0, 1 or 2;

q is 0 or 1;

s is 0, 1 or 2;

R⁰ is independently at each occurrence OH, CF₃, halo, C₁-C₆ alkyl or C₁-C₆ alkoxy;

R¹ is C₁-C₆ alkyl, C₁-C₆ alkoxy, NR⁴R⁴a, CF₃ or CH₂CF₃;

R² is H or methyl provided that if m is 1 or 2, then R² must be H and that if m is 0, then R² must be methyl;

R⁸ is H, C₁-C₆ alkyl, benzyl, SO₂CH₃, SO₂(n-C₄-C₆ alkyl) or COR³;

R³ is C₁-C₆ alkyl, C₁-C₆ alkoxy, NR⁶R⁶a, phenoxy, or phenyl optionally substituted with halo;

R⁴ is C₁-C₆ alkyl or phenyl;

R⁴a, R⁶ and R⁶a are independently at each occurrence H, C₁-C₆ alkyl or phenyl;

X¹ is O or NR⁹;

Y is O or S; and

R⁹ is H, C₁-C₆ alkyl or CO₂(C₁-C₆ alkyl); provided that if s is 2, then R⁸ is C₁-C₆ alkyl, SO₂CH₃ or benzyl or R⁹ is CO₂(C₁-C₆ alkyl); or an acid addition salt thereof.

15. (Original) The compound of claim 14 wherein X¹ and Y are O and m is 1 or 2.

16. (Currently Amended) The compound of claim 14 or 15 wherein r is 0.

17. (Currently Amended) The compound of ~~any one of claims 14-16~~ **claim 16** wherein R<sup>8</sup> is SO<sub>2</sub>CH<sub>3</sub>, benzyl or methyl.
18. (Currently Amended) The compound of ~~any one of claims 14-17~~ **claim 17** wherein m is 1.
19. (Currently Amended) The compound of ~~any one of claims 14-18~~ **claim 18** wherein the SO<sub>8</sub>R<sup>1</sup> moiety is at the 4-position.
20. (Currently Amended) The compound of ~~any one of claims 14-19~~ **claim 19** wherein R<sup>1</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl, CF<sub>3</sub> or NR<sup>4</sup>R<sup>4a</sup> and R<sup>4</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl and R<sup>4a</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl.
21. (Currently Amended) The compound of ~~any one of claims 14-20~~ **claim 20** wherein R<sup>1</sup> is methyl, ethyl, cyclopropyl, CF<sub>3</sub> , NHCH<sub>3</sub> or N(CH<sub>3</sub>)<sub>2</sub>.

Respectfully submitted,

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